

P97000040532

Michael E. Mandt

8535 Baymeadows Road, Suite 3-144, Jacksonville, Florida 32256 • (904) 448-4488 • Fax (904) 448-5455

May 2, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: R.O.I. Consulting, Inc.

Gentlemen:

Enclosed for filing is an original copy of the Articles of Incorporation of R.O.I. Consulting, Inc. Also enclosed is a check in the amount of \$70.00 to cover the following filing fees:

Filing Fee	\$35.00
Designation of Registered Agent	<u>35.00</u>
Total	\$70.00

If you should have any questions concerning this proposed incorporation, please contact our office.

Sincerely,



Michael E. Mandt

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 11:50

RECEIVED
MAY 15 1997
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RP
5/12/97

ARTICLES OF INCORPORATION
OF
R.O.I. CONSULTING, INC.

FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA
97 MAY -5 AM 11:50

Article I - Name

The name of this corporation is R.O.I. CONSULTING, INC. with its principal and mailing address being: 8535 Baymeadows Rd Suite 3-144, Jacksonville, Florida 32256.

Article II - Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III - Purpose

This corporation is organized for the following purpose: To provide computer consulting services to the market or any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock, which shall be designated "Common Shares".

**Article V - Preferences, Limitations, and Relative Rights
of Shares of Capital Stock**

Section 1. Dividends

The holders of record of the Common shares shall be entitled to cash dividends when and as declared by the Board of Directors and in the manner determined by the Board of Directors

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights

Article VI - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8535 Baymeadows Rd Suite 3-144, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at that address is **Michael E. Mandt**.

Article VIII - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Michael E. Mandt	704 Violet Place Jacksonville, FL 32259
Ali A. Husain	8787 Southside Blvd. #3512 Jacksonville, FL 32256
Robert Siegmann	7816 Southside Blvd. #18 Jacksonville, FL 32256

Article IX - Incorporator

The name and address of the persons signing these articles are:

Michael E. Mandt	704 Violet Place Jacksonville, FL 32259
Ali A. Husain	8787 Southside Blvd. #3512 Jacksonville, FL 32256
Robert Siegmann	7816 Southside Blvd. #18 Jacksonville, FL 32256

Article X - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of

Michael E. Mandt	\$1,700.00	170,000
Ali A. Husain	\$1,700.00	170,000
Robert E. Siegmann	\$1,700.00	170,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII - Cumulative Voting

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article XIII - Calling of Special Meetings

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

Article XIV - Shareholder Quorum and Voting

Sixty Six Percent (66%) of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XV - Approval of Shareholders Required For Merger

The approval of the shareholders of this corporation to any Plan of merger shall be required in every case, whether or not such approval is required by law.

Article XVI - Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Powers

- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (I) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.
- (o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XIX - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

Article XX - Indemnification

The corporation shall indemnify any officer, or director, or any former officer, or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XXI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 2 day of May, 1977

Michael E. Mandt
(Signature of Incorporator)

Michael E. Mandt
(PRINT NAME HERE)

Robert E. Siegmann
(Signature of Incorporator)

ROBERT E. SIEGMANN
(PRINT NAME HERE)

Al. A. Husain
(Signature of Incorporator)

Al. A. Husain
(PRINT NAME HERE)

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

First - That **R.O.I. Consulting, Inc.** desiring to organize under the laws of the
State of Florida, with its' principle office, as indicated in the articles of incorporation at the
City of Jacksonville, in the County of Duval, and State of Florida, has named Michael E.
Mandt, located at: 8535 Baymeadows Rd Suite 3-144 , Jacksonville, Florida 32256, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Michael E. Mandt
Signature of Agent

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

Michael E. Mandt
(PRINT NAME HERE)

STATE OF FLORIDA

COUNTY OF DUVAL

97 MAY -5 AM 11:50

FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County
set forth above, personally appeared Michael E. Mandt, known to me to be the person
who executed the foregoing articles of incorporation, and he acknowledged before me that
he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid, this 2nd day of May, 1997 (YEAR).

CATHY A. VOSS
My Comm Exp. 11/08/97